

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 21994-F FILED

AUG 11 '05

3-27 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

August 9, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated July 11, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21994.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Ag Processing Inc.
12700 W. Dodge Road
Omaha, NE 68103-2047

A description of the railroad equipment covered by the enclosed document is one hundred seventy-three (173) 5150 cu. ft. capacity covered hopper cars, marked FURX and NDYX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355.
Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulskey

Susan Grokulskey
Manager of Documentation

Enclosures

(AGP021)

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of July, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ag Processing Inc ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 15 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 16, 2005 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: Theresa Catapano

Name: THERESA CATAPANO

Title: MGR. OF DOCUMENTATION Executed on this 11th day of July, 2005.

[CORPORATE SEAL]

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STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

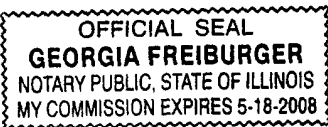
I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of July, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

AG PROCESSING INC

By: Terry J. Voss

Name: TERRY J. VOSS

Title: SENIOR VICE PRESIDENT
RAIL TRANSPORTATION

ATTEST:

By: DeLores Armstrong

Name: DeLores Armstrong

Title: Rail Equipment Manager

Executed on this 29 day of June, 2005.

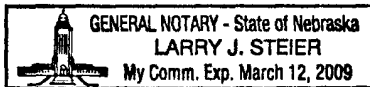
[CORPORATE SEAL]

STATE OF NEBRASKA

COUNTY OF DOUGLAS

I, LARRY J. STEIER, a Notary Public of the County and State aforesaid, certify that TERRY J. VOSS, SENIOR V.P. RAIL personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of June, 2005



[Signature]
Notary Public

Commission Expires:

(Notary Public)

**EXHIBIT A to
MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred seventy-three (173)

DESCRIPTION OF CARS: 5150 cu. ft. covered hoppers loading to 286,000 lb. capacity, with trough hatches and vibrator brackets.

CAR NUMBERS: and three (3) cars to be determined when available

FURX 840309	FURX 840894	FURX 842968	FURX 850904
FURX 840332	FURX 840898	FURX 842974	FURX 850908
FURX 840515	FURX 840899	FURX 843615	FURX 850957
FURX 840800	FURX 842661	FURX 843631	FURX 851030
FURX 840806	FURX 842670	FURX 843696	FURX 851050
FURX 840811	FURX 842700	FURX 845419	NDYX 515545
FURX 840812	FURX 842802	FURX 845434	NDYX 515707
FURX 840815	FURX 842808	FURX 845466	NDYX 515747
FURX 840816	FURX 842809	FURX 845491	NDYX 515769
FURX 840818	FURX 842822	FURX 845507	NDYX 515772
FURX 840821	FURX 842829	FURX 845555	NDYX 516255
FURX 840822	FURX 842830	FURX 845563	NDYX 516268
FURX 840823	FURX 842836	FURX 845571	NDYX 516279
FURX 840824	FURX 842843	FURX 845588	NDYX 516284
FURX 840825	FURX 842849	FURX 850002	NDYX 516290
FURX 840826	FURX 842853	FURX 850159	NDYX 516293
FURX 840831	FURX 842855	FURX 850208	NDYX 516294
FURX 840832	FURX 842860	FURX 850313	NDYX 516299
FURX 840833	FURX 842865	FURX 850365	NDYX 516308
FURX 840835	FURX 842866	FURX 850388	NDYX 516309
FURX 840838	FURX 842868	FURX 850402	NDYX 516311
FURX 840839	FURX 842871	FURX 850437	NDYX 516313
FURX 840845	FURX 842875	FURX 850446	NDYX 516314
FURX 840846	FURX 842878	FURX 850568	NDYX 516315
FURX 840848	FURX 842884	FURX 850658	NDYX 516316
FURX 840849	FURX 842887	FURX 850703	NDYX 516319
FURX 840850	FURX 842899	FURX 850755	NDYX 516322
FURX 840854	FURX 842904	FURX 850756	NDYX 516323
FURX 840855	FURX 842911	FURX 850764	NDYX 516452
FURX 840860	FURX 842918	FURX 850774	NDYX 516453
FURX 840861	FURX 842930	FURX 850785	NDYX 516467
FURX 840862	FURX 842931	FURX 850797	NDYX 516471
FURX 840864	FURX 842932	FURX 850798	NDYX 516472
FURX 840865	FURX 842933	FURX 850803	NDYX 516479
FURX 840867	FURX 842934	FURX 850821	NDYX 516484
FURX 840872	FURX 842938	FURX 850828	NDYX 516486
FURX 840875	FURX 842941	FURX 850841	NDYX 516487
FURX 840878	FURX 842943	FURX 850860	NDYX 516490
FURX 840879	FURX 842949	FURX 850861	NDYX 516494
FURX 840883	FURX 842954	FURX 850883	NDYX 516496
FURX 840884	FURX 842955	FURX 850892	NDYX 516499
FURX 840892	FURX 842960	FURX 850898	
FURX 840893	FURX 842966	FURX 850902	